

BRIERCREST

LE 845 Governance and Board Development Winter 2020

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Course Dates: March 16-20, 2020

3 Credit Hours

COURSE DESCRIPTION

The course will explore the theological, theoretical, historical, psychological, philosophical and structural factors that contribute to the reconceived assumptions regarding governance and board governance. In this study of the different models of governance and types of boards, emphasis is placed on best practice design or redesign, development, and function of board governance within a wide range of organizational and ministry settings. The course will include a study of board and elder work in church environments.

COURSE INTEGRATION

This course is intentionally focused on the integrity of the persons, processes, governance, and alignment of an organization and/or ministry. Without this focus integrity of persons becomes seriously challenged and confusing. The Seminary is intentionally focused on influencing rigorous transformation of the integrity of persons and without this added understanding delivered in this course living such integrity out in corporate life is seriously challenged and likely misunderstood.

COURSE TEXTS

Carver, John. *Boards That Make a Difference*. 3rd. edition (or any edition will be acceptable & a used copy is fine). San Francisco: Jossey Bass, 2006. ISBN 10-7879-7614-4.

Brown, Jim. *The Imperfect Board Member: Discovering the Seven Disciplines of Governance Excellence*. San Francisco: John Wiley, 2006. ISBN -13:978-0-7879-8610-0. **OR** Patrick Lencioni, *The Motive: Why So Many Leaders Abdicate their most important Responsibilities*. Jossey Bass, February 26, 2020. ISBN-10:1119600456.

Laughlin, Fredric, and Robert Andringa. *Good Governance for Nonprofits: Developing Principles and Policies for an Effective Board*. New York: American Management Association, 2007. ISBN 10:0-8144-7452-7.

Malphurs, Aubrey. *Leading Leaders: Empowering Church Boards for Ministry Excellence*. Grand Rapids: Baker, 2005. ISBN 0-8010-9178-0. **OR** Dan Hotchkiss, *Governance and Ministry: Rethinking Board Leadership*. Second Edition. Roman and Littlefield, 2016. ISBN-10: 1566997399.

Chait, Richard P., William P. Ryan, & Barbara E. Taylor. *Governance as Leadership: Reframing the work of Nonprofit Boards*. Wiley and Sons, 2005 by Board Source. ISBN0-471-68420-1. **OR** David

Larcker & Bryan Tayan, *Corporate Governance Matters, Second Edition*. Pearson Press, 2015. ISBN 10: 9780134031569.

HIGHLY RECOMMENDED READING WITH ONE EXPECTED (for the one chosen you will be the resident class expert)

Kotter, John & Holger Rathgeber. *That's Not How We Do It Here! A Story About How Organizations Rise and Fall – and Can Rise Again*. New York: Penguin Random House, 2016. ISBN 9780399563942

Kotter, John. *XLR8: Accelerate*. Boston: Harvard Business School Publishing, 2014. ISBN 978-1-62527-174-7.

Kaiser, John Edmund. *Winning on Purpose: How to Organize Congregations to succeed in their mission*. Nashville: Abingdon Press, 2006. ISBN 0-687-49502-4.

Lencioni, Patrick. *The Four Obsessions of an Extraordinary Executive*. Jossey-Bass, 2000. ISBN 978-0-787-959403-1.

Hotchkiss, Dan. *Governance and Ministry: Rethinking Board Leadership*. Herndon, Virginia: The Alban Institute, 2009. ISBN 978-1-56699-370-8.

Larry Osborne. *Sticky Teams*. Grand Rapids: Zondervan, 2010. ISBN 978-0-310-32464-5. **OR** Thomas Brandy. *Spirited Leadership: Empowering People to do what God Wants*. Chalice Press, 2007. ISBN 0827234686.

Barton, Ruth Haley. *Pursuing God's Will Together: A Discernment Practice for Leadership Groups (Boards)*. Downers Grove: IVP, 2012. ISBN 978-0-8308-3572-0.

Zimmer, Donald. *Leadership and Listening: Spiritual Foundations for Church Governance*. Herndon, Virginia: Alban Institute, 2011. ISBN 978-1-56699-414-9.

Getz, Gene A. *Elders and Leaders: God's Plan for Leading the Church a Biblical, Historical and Cultural Perspective*. Chicago: Moody Presss, 2003. ISBN 0-8024-1057-X.

Stalke, Les, with Jennifer Loughlin. *Governance Matters: Relationship Model of Governance, Leadership and Management*. Governance Matter. Com Inc., 2010. ISBN 0-9733685-2-7.

Kim, Kenneth, John Nosinger & Derek Mohr. *Corporate Governance*. 3rd edition. Toronto: Pearson, 2010. ISBN 10: 0-13-609698-0.

Gillies, James. *Boardroom Renaissance*. Toronto: McGraw Hill, 1992.

Carver, John & Miriam. *Reinventing Your Board*. San Francisco: Jossey Bass, 1997.

Bolman, Lee & Terrence Deal. *Reframing Organizations. Fifth Edition*. San Fransisco: Jossey Bass, 2013. ISBN 978-1-118-57333-4.

Toon, Peter, Roy Taylor, Paige Patterson, Samuel E. Waldron, and Paul Engle. *Who Runs The Church? Four Points of View*. Grand Rapids: Zondervan, 2004

Students are expected to refer to Briercrest Seminary's Format and Style Guides and Guide for Writing Research Papers, available as PDF documents here: <https://www.mybriercrest.ca/seminary/documents/>.

These texts are available in store and online at the Briercrest Bookstore: <http://briercrest.ca/bookstore>.

Students are responsible for course materials and communication on Canvas (<https://briercrest.instructure.com>; cf. <http://briercrest.ca/online/canvas>) and their myBriercrest.ca email account.

COURSE OUTCOMES

Cognitive:

1. Each participant will come to understand the radical changes in expectation of senior leadership and boardmanship.
2. Each participant will come to understand the changes that have taken place in leadership expectation and those now taking place for governing boards.
3. Each participant will identify key principles of leadership and boardmanship.
4. Each participant will obtain a clear understanding of who has responsibility for means and ends in the organization.
5. Each participant will grasp the costs and consequences of board and services leadership.

Affective:

1. Each participant will feel a new level of need for continuous development.
2. Each participant will commit to several new growth strategies for themselves and/or someone in the alternate leadership/Boardmanship role.
3. Each participant will increase in comfort in the use of more diverse leadership approaches and styles.
4. Each participant will feel a new level of confidence regarding the establishment of growth strategies for others in their role and in the alternate role in senior leadership or boardmanship.

Conative:

1. Each participant will become competent at determining the role of Boards and leadership in establishing means and ends in their respective roles.
2. Each participant will become competent at knowing precisely where Board roles and senior leadership roles begin and end.
3. Each participant will become confident about helping Boards and senior leaders "make a difference" in their function.
4. Each participant will covenant with God to exercise increased stewardship in some role or relationship to board or senior leadership roles.
5. Each participant will become skilled at sketching issues into the appropriate quadrant of the board governance model.

COURSE OUTLINE AND CONTENT

Time	Topics of Discussion	Teaching/Learning Strategies	Supporting Assignments
Day 1	<p>UNIT I: Paradigms of Boardmanship & the WHY of good boards</p> <p>A. Course and Participant Introductions</p> <p>B. Concept of Paradigms</p> <p>C. Structural Designs & Boards & Board Roles (Reframing orgs)</p> <p>D. Concept of Boards and Roles of Boards</p> <p>E. To Have Or Not To Have a Board</p> <p>F. The Concept of Flow and Delegation of -</p> <ul style="list-style-type: none"> - Expectations - Responsibilities - Authority - Relationships - Hold-Able - Accountability <p>G. Implications of Board Context for Function and Role</p> <p>H. Your Board Model</p> <p>I. Alignment is more than it's made out to be</p>	<ol style="list-style-type: none"> 1. Review J. Barker on Paradigms 2. Review Paradigms of Leadership & How the Shifts Change Boardmanship 3. Dialogue About Hierarchy & Flat Org Leadership & Boardmanship 4. Describe the factors in corporate culture & corporate cultural shifts 5. Present a Continuum on Board Models 6. Dialogue about the need for a Board Model 7. Conversation Regarding Implications of Board Contexts for Governance 8. Alignment at its best 	<ol style="list-style-type: none"> a. Reflect on your best and worst Board related experience and be ready to tell why it was so. You will also be part of team and one team will demonstrate a worst case board meeting of their own or a case given by the prof. b. Be ready to describe the model of a Board you know something about cognitively or experientially. c. Read all of the Jim Brown textbook and be ready to discuss d. Anyone reading "Who Runs The Church" should be prepared to lead a discussion on the findings. e. Lencioni, Motive book f. All textbooks g. Hotchkiss on history
Day 2	<p>UNIT II: How Do Boards Become Agents of Transformation?</p> <p>A. The Mission/Purpose of the Board</p> <p>B. Board Accountabilities</p> <p>C. Boardmanship Continuum</p> <p>D. Board Models</p> <p>E. An Integrated Board Model</p> <p>F. Board Ends and/or Means</p>	<ol style="list-style-type: none"> 1. Discuss the role of the Board in setting its course 2. Reflect on the Flow of Accountability for a Board 3. Dialogue about Board Continuums 4. Introduce an Integrated Board Model and expectations 	<ol style="list-style-type: none"> a. Reflect on policies you have observed set by Boards in regard to mission. b. Reflect on some examples of Board planning that - worked well - did not work well. c. Be prepared to discuss Carver's ideas and focus on a Model for Governance.

Time	Topics of Discussion	Teaching/Learning Strategies	Supporting Assignments
	G. Board & Reengineering You will need???? H. Boards with a forward focus and future demonstrated	5. Examine the Board's role in your context 6. Team demonstration of a board meeting that demonstrates best and worst practices in direction about design of the future	d. Malphurs & Kaiser textbook and/or added reading reviews & readiness to compare them to Carver e. Also Lencioni on the Obsessions ...
Day 3	UNIT III: How Do Governing Boards Do Their Work? WHAT of BOARDS? A. Review the Overview B. Board Governance Principles C. Board Disciplines D. Board Governance Roles/Purposes/Job Description E. Function of Senior Leadership F. Support for Such a Model G. Reflection on Your Readiness/ Need to proceed with such a model H. What tools will be needed to help with such governing? (Andringa) I. Boards and Their Senior Leaders demonstration J. Interview of expert or panel	1. Clarify any remaining questions that have emerged 2. Reflect on principles of governance versus principles of management 3. Unpack a Governing Board Role Expectation/job description 4. Dialogue about improving function of both senior leadership & boards with clarity on the model of governance 5. Team demonstration on worst and best practices of boards working with their senior leader 6. Potential Panel of people	a. Reflect on conflicts you have seen between Board & senior organizational leadership and be ready to talk about why you think they happened. b. Be ready to describe how you have seen Boards roles and management's roles overlap or even clash. c. Read all of the Laughlin & Andringa textbook and be ready to discuss. d. Readiness for your chosen book you have expertise on e. Jim Brown & Carver Disciplines
Day 4	UNIT IV: How Do Governing Boards Transform Themselves? (Reinventing & Developing) A. Review the Integrated Governance Model B. The Process to Create Readiness for Board	1. Crucial Conversation Regarding Contextualizing such a model 2. Dialogue about the Board's role in	a. Reflect on misguided policy because of a misunderstanding of Board/staff/roles. b. Reflect on the conflicts possible if staff are

Time	Topics of Discussion	Teaching/Learning Strategies	Supporting Assignments
	Model/Function Change C. Application of A Strategic Process for Shifting to this Model or to a locally developed model D. Board Guiding Document Prospect and Outline - Visual expansion - Verbal expanded outline E. Team Demonstration of Board Process and Development at work F. Board Development insights & Examples G. Board Policy continuous development & integrity H. Grander Governance	empowering themselves, Senior Leadership, Management, and the organization as clarity is crafted and released. 3. Examine ways of maximizing Board encouragement, impact, and stewardship as well as that of leadership. 4. Team presentation/demonstration of board process and development mandates 5. Interview resident expert on examples 6. Power point inclusions	directed by both senior leadership and boards. c. Reflect on/review Board policies on this section. d. Be ready to discuss Osborne book if chosen. e. Have a very good command of the Hotchkiss book if chosen for dialogue. f. Readiness for expertise on Carver's Board Reinvention if chosen

ASSIGNMENTS

Pre-Course Assignments:

- Each participant will be expected to read the required textbooks and one book from the highly recommended reading list and demonstrate expertise & awareness of the reading in team and dialogical group sessions & discussions. Please write a 7-10 page paper that provides a carefully processed reading report in which there are demonstrations of emerging clarity in understanding the concepts, processes and application of best practice governance (operational and/or board). You should have a clear sense of how each book speaks to the questions of the why, the what, the when, and the how of board governance. Search for how each resource and the collective resources speak to these questions and be sure to provide a well-integrated conclusion for your paper.

Due: March 13, 2020 (prior to the first day of class)

Value: 25% of grade

- Each participant will be expected to prepare a 7-10 page evaluation of their experience of a board they observed or were an actual part of as a board member or as one supervised by and/or responsible to the board. The goal is to have you reflect on the case you observed and were a part of and how they did or did not do good governance as described in the literature you read prior to the course. It could have been a board of a not-for-profit, for-profit, church or

elders board or deacons board you served on (board governance) or an operational governing group, authority-endowed committee and/or senior leadership where you are responsible to that group. The paper should include a description of your experience, the challenges of the experience, what you wish you might have known and/or done differently and what you felt you needed to discover about governance to help move the practice to a higher level of satisfaction and effectiveness. There should be an executive summary (1-2 pages) of this report ready to present at your first in class Team Conferencing.

OR in the Event of Limited Board Experience

Please interview 4-5 people who have had board experience and seek to determine what you should seek to learn about board work, board roles, board governance, board design, board relationship with the CEO/senior leader, board involvement in vision shaping and/or boundary setting, etc. based on what you discern are the high points, low points and frustrating or worse points of experience by those you interview. Use this as an opportunity to hear from both sides of the equation, the CEO/senior leader whatever their title and board members.

Due: March 16, 2020 before the first class begins
Value: 25% of grade

Mid-Course Assignments:

3. Each participant will be assigned to a group for the duration of the class and will meet four times in a Team Conferencing setting throughout the class to work on various projects and have various discussions. Each working team will be assigned to various functions throughout and beyond our class gatherings. Your class team will be expected to have an actual board meeting in which they run an actual board meeting in which they demonstrate for all how to move from a low sense of governance to good or even grand governance. You will be working to apply our daily learning to actually growing your group into a well-functioning governing group.

Due: For the last morning of class where you will be part of the demonstration, March 20, 2020
Value: 25% of grade

Post-Course Assignments:

4. Each participant will develop a set of starting board policies/values manual/handbook for their environment/context in readiness for presentation to their board. There will be a bonus mark given if the handbook is shared with and signed off on by the chair of the board in their context. Given the class exercises and presentations of the last day a starting policy manual will already be available for you to adapt and refine and hence there will be no waste. Your post course assignment will be partially completed before the final class experience ends.

OR

The student could build a contractual proposal of a creative assignment that would help to influence governance improvement in a chosen context and situation.

Due: May 15, 2020
Value: 25% of grade

SEMINARY CALENDAR

Students are expected to be aware of the policies that govern course work at Briercrest Seminary, all of which are published in the current Seminary Calendar:
<https://www.briercrestseminary.ca/academics/calendar/>.

Attendance Policy

Students are expected to attend 100% of each modular for which they register. If this is impossible due to extenuating circumstances, arrangements must be made with the course professor before the first day of class. If extenuating circumstances prevent a student from attending class, a maximum of one full day of class can be foregone. If additional time is missed, the student will fail the course unless they first request to withdraw from the course or move the course to an audit.

Course Schedules

Classes begin at 9:00 a.m. on Monday morning and run a minimum of 30 hours through the course of the week. The schedule is determined by the course professor. Students should check the syllabus for specifics. When the syllabus does not state class times, students are responsible to check with the professor prior to making travel plans.

Assignment Submission

All assignments must be submitted no later than eight weeks after the last day of class as stated in the syllabus. The correct due dates will be clearly noted in the syllabus and each faculty member will state in their syllabus how assignments should be submitted. Assignments submitted within a week after the due date will be accepted with a 10 per cent penalty. For additional information refer to the late assignment policy or the extension policy in the [academic calendar](#).

Return of Graded Assignments

Professors are expected to return graded assignments within six weeks of the due date. If they fail to do so, students may submit an inquiry to the [Seminary](#). If an extension is granted, the professor is no longer obligated to meet this deadline.

Academic Honesty

Students are accountable to perform each task according to principles of academic honesty. Please refer to pages 24-25 in the [academic calendar](#) for more information.

Academic Accommodations

Any student with a disability, injury, or health condition who may need academic accommodations (permanent or temporary) should discuss them with the course instructor after contacting the Director of the Academic Resource Centre in person (L234 in the Library), by telephone (1-306-756-3230) or by email (academicresourcecentre@briercrest.ca). Documentation from a qualified practitioner will be required (i.e., medical doctor, psychologist, etc.).

BIBLIOGRAPHY**Classical Resources plus others circulated in class**

Biehl, Bobb and Ted Engstrom. *Increasing Your Boardroom Confidence*. Sisters, OR: Questor, 1988.

Chait, Richard, Thomas Holland, and Barbara Taylor. *The Effective Board of Trustees*. Phoenix: American Council on Education. Oryx Press, 1993.

Drucker, Peter. *The Five Most Important Questions You Will Ever Ask About Your Nonprofit Organization*. San Francisco: Jossey Bass, 1993.

Gillies, James. *Boardroom Renaissance: Power, Morality and Performance in the Modern Corporation*. Toronto: McGraw-Hill Ryerson, 1992.

Kranendonk, Dick L. *Serving As A Board Member?* Belleville, ON: Essence Publishing, 1998.

Pierson, Jane, and Joshua Mintz. *Assessment of the Chief Executive: A Tool for Governing Boards and Chief Executives*. Washington: National Center for Non Profit Boards, 1996.

The Effective Not-for-Profit Board: Governance of Not-For-Profit Organizations. Saskatoon: Deloitte & Touche, 1995.

Schuster, Jack, Daryl Smith, Kathleen Corak, and Myrtle Yamada. *Strategic Governance*. Phoenix: Oryx Press, 1994.

Shapiro, Eileen. *Fad Surfing in the Boardroom*. New York: Addison-Wesley, 1995.

Stoesz, Edgar, and Chester Raber. *Doing Good Better! How To Be An Effective Board Member of a Nonprofit Organization*. Intercourse, PA: Good Books, 1994.